

Answer to Question 10

Section 63.18(c): The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.

Assignor

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T-Mobile USA is a corporation organized under the laws of the State of Delaware.

TracFone is a corporation organized under the laws of the State of Delaware.

Section 63.18(d): A statement as to whether the applicant has previously received authority under Section 214 of the Act.

TracFone has previously received authorization from the Commission under Section 214 of the Communications Act of 1934, as amended, to resell the international switched services of unaffiliated U.S. international facilities-based carriers, either directly or indirectly through the resale of another U.S. resale carrier's international switched services, pursuant to Section 63.18(e)(2) of the Commission's rules (File No. ITC-214-20030401-00162).

T-Mobile USA holds four international Section 214 authorizations: File Nos. ITC-214-20061004-00452 (global resale service); ITC-214-19960930-00473 (global resale service); ITC-214-20120301-00067 (global resale service); and ITC-214-20011116-00601 (global facilities-based and resale services).

Upon consummation of the proposed transaction, TracFone will provide service to the transferred customers pursuant to its existing international Section 214 authorization. T-Mobile USA will retain all of its international Section 214 authorizations.

Answer to Question 11

Section 63.18(h): The name, address, citizenship, and principal business of each person or entity that directly or indirectly owns at least ten percent of the equity of assignee, and the percentage of equity owned by each of those entities (to the nearest one percent).

Name:	AMX USA Holding, S.A. de C.V. ("AMX USA Holding")
Address:	Lago Zurich No. 245, Plaza Carso/Edificio Telcel, Piso 4 Colonia Ampliación Granada, C.P. 11529 Mexico City
Citizenship:	Mexico
Principal Business:	Holding company for telecommunications-related investments
Ownership Interest:	100 percent direct interest in TracFone

<p>Name: Address: Citizenship: Principal Business: Ownership Interest:</p>	<p>Sercotel, S.A. de C.V. (“Sercotel”) Lago Zurich No. 245, Plaza Carso/Edificio Telcel, Piso 4 Colonia Ampliación Granada, C.P. 11529 Mexico City Mexico Holding company for telecommunications-related investments 100 percent direct interest in AMX USA Holding¹</p>
<p>Name: Address: Citizenship: Principal Business: Ownership Interest:</p>	<p>América Móvil, S.A.B. de C.V. (“América Móvil”) Lago Zurich No. 245, Plaza Carso/Edificio Telcel, Piso 4 Colonia Ampliación Granada, C.P. 11529 Mexico City Mexico Holding company for telecommunications-related investments 100 percent direct interest in Sercotel²</p>
<p>Name: Address: Citizenship: Principal Business: Ownership Interest:</p>	<p>Slim Family c/o Alejandro Cantú Jiménez América Móvil Lago Zurich No. 245, Plaza Carso/Edificio Telcel, Piso 4 Colonia Ampliación Granada, C.P. 11529 Mexico City Mexico Investment 60.58 percent equity interest in América Móvil</p> <p>América Móvil is a publicly traded corporation (<i>sociedad anónima bursátil de capital variable</i>) organized under the laws of México. As of December 31, 2015 and according to beneficial ownership reports filed with the U.S. Securities and Exchange Commission, Mr. Carlos Slim Helú and certain members of his immediate family (the “Slim Family”) – through their beneficial ownership held by: (i) a Mexican trust that holds AA shares and L shares for their benefit (the “Family Trust”); (ii) Inversora Carso, S.A. (formerly known as Inmobiliaria Carso, S.A. de C.V.); (iii) Control Empresarial de Capitales, S.A. de C.V. (a subsidiary of Inversora Carso, S.A. de C.V.);</p>

¹ Sercotel owns directly 99.99 percent of AMX USA Holding. The remaining 0.01 percent is held by Amov IV, S.A. de C.V, a wholly owned indirect subsidiary of América Móvil.

² América Móvil owns directly 99.99 percent of Sercotel. The remaining 0.01 percent is held by Amov IV, S.A. de C.V, a wholly owned indirect subsidiary of América Móvil.

	<p>and (iv) their direct ownership of AA shares and L shares – hold approximately 60.58 percent equity interest and approximately 89.88 percent voting interest in América Móvil. Thus, although no individual member of the Slim Family directly or indirectly owns a 10 percent or greater equity interest in América Móvil, the controlling interest in América Móvil’s shares is held by the Slim Family, as the Commission has acknowledged.³ There are no other beneficial owners of a 10 percent or greater equity interest in América Móvil.</p> <p>As of December 31, 2015, Class AA shares represented approximately 35.43 percent of América Móvil’s capital stock, and approximately 97.40 percent of América Móvil’s full voting shares. The majority of the outstanding AA shares are held directly or indirectly by the Slim Family. There are two other classes of shares –A shares and L shares. A shares are considered “full voting shares,” and, as of December 31, 2015, represented approximately 0.95 percent of América Móvil’s capital stock, and approximately 2.60 percent of América Móvil’s voting shares. L shares can only vote on certain limited matters, and represent approximately 63.62 percent of América Móvil’s capital stock as of December 31, 2015.</p>
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TracFone’s non-U.S. ownership has not changed materially since the Commission last reviewed TracFone’s ownership in authorizing the assignment of Section 214 authority to the company in January 2014.⁴ In connection with that transaction, TracFone provided a Letter of Assurance (“LOA”) to the U.S. Department of Justice committing to the following: (1) to comply with applicable lawful interception statutes and regulations, including the Communications Assistance for Law Enforcement Act (CALEA); (2) to inform DOJ at least 30 days in advance if it provides VoIP services in the United States; (3) to refer to the DOJ all

³ See *Verizon Communications Inc., Transferor, and América Móvil S.A. de C.V., Transferee, Application for Authority to Transfer Control of Telecomunicaciones de Puerto Rico, Inc., Memorandum Opinion and Order and Declaratory Ruling*, 22 FCC Rcd 6195, ¶ 62 (2007).

⁴ See File No. ITC-ASG-20130522-00143.

requests on behalf of a non-U.S. government to disclose U.S. records or domestic communications or any information pertaining to a wiretap order, pen/trap and trace order, or subpoena; (4) to ensure that U.S. records are not subject to mandatory destruction under any foreign laws; and (5) to provide the location of U.S. records' storage facility to DOJ at least 30 days in advance of the time TracFone anticipates generating U.S. records. TracFone has complied with all conditions in the LOA and commits to continue such compliance, including with respect to the services it will provide to customers to be acquired in the instant transaction.⁵

Answer to Question 12

Section 63.18(h): The applicant shall also identify any interlocking directorates with a foreign carrier.

1. Alejandro Cantú Jiménez - TracFone Director, serves as alternate director of Telmex Colombia, S.A. (Colombia) and director of the following foreign carriers:
 - a. Radiómovil Dipsa, S.A. de C.V. (Mexico)
 - b. Claro CR Telecomunicaciones, S.A. (Costa Rica)
 - c. Compañía Dominicana de Teléfonos, S.A. (Dominican Republic)
 - d. Puerto Rico Telephone Company, Inc. (Puerto Rico)
 - e. Claro, S.A. (Brazil)
 - f. Telecomunicaciones de Guatemala, S.A. (Guatemala)
 - g. Empresa Nicaragüense de Telecomunicaciones, S.A. (Nicaragua)

⁵ See Letter from F.J. Pollak, President and Chief Executive Officer, TracFone Wireless, Inc., to John Carlin, Acting Assistant Attorney General, National Security Div., U.S. Dept. of Justice, File No. ITC-ASG-20130522-00143 (Dec. 19, 2013).

- h. Compañía de Telecomunicaciones de El Salvador, S.A. de C.V. (El Salvador)
 - i. Consorcio Ecuatoriano de Telecomunicaciones, S.A. (Ecuador)
 - j. Claro Chile, S.A. (Chile)
 - k. América Móvil Perú, S.A.C. (Peru)
 - l. AMX Argentina, S.A. (Argentina)
 - m. Telmex Argentina, S.A. (Argentina)
 - n. Telekom Austria AG (Supervisory Board) (Austria)
2. Daniel Hajj Aboumrad - TracFone Director, serves as director of the following foreign carriers:
- a. Radiómovil Dipsa, S.A. de C.V. (Mexico)
 - b. Compañía Dominicana de Teléfonos, S.A. (Dominican Republic)
 - c. Puerto Rico Telephone Company, Inc. (Puerto Rico)
 - d. Claro, S.A. (Brazil)
 - e. Telecomunicaciones de Guatemala, S.A. (Guatemala)
 - f. Empresa Nicaragüense de Telecomunicaciones, S.A. (Nicaragua)
 - g. Compañía de Telecomunicaciones de El Salvador, S.A. de C.V. (El Salvador)
 - h. Claro Chile, S.A. (Chile)
 - i. América Móvil Perú, S.A.C. (Peru)
 - j. AM Wireless Uruguay, S.A. (Uruguay)
 - k. Teléfonos de México, S.A.B. de C.V. (Mexico)

3. Salvador Francisco Cortéz Gómez - TracFone Director, serves as director of the following foreign carriers:
 - a. Claro Chile, S.A. (Chile)
 - b. Comunicación Celular, S.A. (Colombia)
 - c. Telmex Colombia, S.A. (Colombia)

Answer to Question 13

On June 30, 2016, Applicants executed an Asset Purchase Agreement whereby TracFone will purchase from T-Mobile USA a certain subset of its customer base. Accordingly, TracFone will replace T-Mobile USA as the telecommunications service provider to the transferred customers. T-Mobile USA will not be assigning its international Section 214 authorizations to TracFone. However, Section 63.24(b) note of the Commission's rules (47 C.F.R. § 63.24 note) provides: "[t]he sale of a customer base, or a portion of a customer base, by a carrier to another carrier, is a sale of assets and shall be treated as an assignment, which requires prior Commission approval under this section." Therefore, Applicants are filing this Application in compliance with 47 C.F.R. § 63.24(b), to seek the Commission's approval for the sale of a portion of T-Mobile USA's customer base.

Answer to Question 14

Section 63.18(1): A certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. The certification shall state with specificity each foreign country in which the applicant is, or is affiliated with, a foreign carrier.

TracFone certifies that it is not a foreign carrier. TracFone is affiliated with foreign carriers operating in Argentina, Austria, Belarus, Brazil, Bulgaria, Chile, Colombia, Costa Rica, Croatia, Dominican Republic, Ecuador, El Salvador, Guatemala, Honduras, Liechtenstein,

Macedonia, Mexico, Nicaragua, Panama, Paraguay, Peru, Serbia, Slovenia, and Uruguay.

TracFone has previously advised the Commission of each of these affiliations.⁶

Answer to Question 15

If this application is granted and the proposed assignment is consummated, TracFone would be authorized to provide service to several destination countries for which the following statement is true: An entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country. TracFone has previously advised the Commission of all countries each foreign carrier and country for which the previous statement is true in its International Section 214 Application and FCC Foreign Carrier Affiliations Notifications identified in footnote 6. Upon grant of this Application and consummation of the proposed transaction, TracFone will provide service to the acquired customers pursuant to its existing Section 214 authorization. Therefore, Question 15 is not relevant to this Application.

Answer to Question 16

Pursuant to TracFone's Section 214 authority (File No. ITC-214-20030401-00162) TracFone is classified as a non-dominant provider on all routes between the United States and those countries listed in the Answer to Question 14. TracFone qualifies for a presumption of non-dominance on all routes under Section 63.10(a)(4) of the Commission's rules because TracFone only resells international switched telecommunications services of unaffiliated U.S. facilities-based carriers. As noted in TracFone's Answer to Question 15, upon grant of this

⁶ See File Nos. ITC-214-20030401-00162; FCN-NEW-20031121-00022; FCN-NEW-20040220-00004; FCN-NEW-20040323-00008; FCN-NEW-20040513-00014; FCN-NEW-20040729-00025; FCN-NEW-20050609-00016; FCN-NEW-20050811-00021; FCN-NEW-20050901-00023; FCN-NEW-20050909-00028; FCN-NEW-20111230-00027; FCN-NEW-20140730-000008; and FCN-NEW-FCN-NEW-20160714-00008.

Application, TracFone will provide service to the acquired customers pursuant to its own Section 214 authorization. Therefore, the Commission does not need to determine whether to classify TracFone as a non-dominant carrier based on the proposed transaction that is the subject of this Application.

Answer to Question 20

The Applicants request streamlined processing of the Application because, upon grant of this Application and consummation of the proposed transaction, TracFone will provide service to the acquired customers using its own Section 214 authorization. The Applicants also request streamlined processing of this Application pursuant to Sections 63.12(c)(1)(ii) and 63.12(c)(1)(iv). As indicated in its response to Question 14 above, TracFone is affiliated under the Commission's rules with foreign carriers operating in Argentina, Austria, Belarus, Brazil, Bulgaria, Chile, Colombia, Costa Rica, Croatia, Dominican Republic, Ecuador, El Salvador, Guatemala, Honduras, Liechtenstein, Macedonia, Mexico, Nicaragua, Panama, Paraguay, Peru, Serbia, Slovenia, and Uruguay, all of which are World Trade organization ("WTO") Member countries, except for Belarus and Serbia. In every destination market, TracFone either (1) is not affiliated with a foreign carrier; (2) is affiliated with a foreign carrier that qualifies for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's rules, 47 C.F.R. § 63.10(a)(3) (Argentina, Belarus, Brazil, Chile, Colombia, Costa Rica, Ecuador, Honduras, Nicaragua, Panama, Paraguay, Peru, Serbia, and Uruguay); or (3) is affiliated with a foreign carrier in a WTO Member country, and TracFone qualifies for a presumption of non-dominance on such route under Section 63.10(a)(4) of the Commission's rules, 47 C.F.R. § 63.10(a)(4), because TracFone seeks only to resell the international switched telecommunications services of unaffiliated U.S. facilities-based carriers on the route (Austria, Bulgaria, Croatia, Dominican

Republic, El Salvador, Guatemala, Liechtenstein, Macedonia, Mexico and Slovenia). Based on the foregoing, this Application qualifies for streamlined processing.